

ATTACHMENT B

Articles of Incorporation

And

Certificate of Authority to Transact Business

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

MAY 22 1956

Witness my hand and seal of the Department of State on



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

P H

JUN 28 11 07 AM '69

CO28011
RECEIVED

CERTIFICATE OF INCORPORATION
OF
KDD AMERICA, INC.

Under Section 402 of the Business Corporation
Law of the State of New York

*New York
6-21-69
KDD-1
U-28*

KELLEY DRYE & WARREN
101 PARK AVENUE, NEW YORK 10178
808-7800

BILLED

P H

62657

JUN 29 6 34 AM '69

FILED

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 29 1969

INT. OF CHECK \$ 10.00
FILING FEE \$ 10.00
TAX \$ 10.00
COUNTY FEE \$ 10.00
COPY \$ 10.00
CERT. \$ 10.00
RECORD \$ 10.00
RECORD \$ 10.00
RECORD \$ 10.00

Spence

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CERTIFICATE OF INCORPORATION
OF
KDD AMERICA, INC.

P.H

Under Section 402 of the Business Corporation
Law of the State of New York

The undersigned incorporator for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, hereby certifies:

FIRST: The name of the Corporation is KDD America, Inc.

SECOND: The purposes for which the Corporation is formed are as follows:

1. To carry on the liaison and coordination with telecommunication related organizations in the United States of America and neighboring regions on behalf and at the request of Kokusai Denshin Denwa Co., Ltd. of Japan and its subsidiaries and affiliate companies.

2. To engage in research and study of policy, technology, operation and marketing of telecommunication in the United States of America and neighboring regions.

3. To carry on the business of marketing and sales of telecommunication services.

4. To conduct the business of providing assistance and consulting services to corporate telecommunication users in their use and implementation of their telecommunication network.

5. To conduct feasibility studies for investment into telecommunication related and other businesses.

6. To invest in telecommunication related and other businesses.

7. To engage in any mercantile or trading business of any kind or character.

8. To advertise and publish brochures, promotional literature and other publications of all description in connection with the above stated purposes.

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9. To do all acts and things necessary subject to federal, state and municipal rules and regulations that may now exist or be hereafter promulgated.

10. To do such other acts and things as are permitted to corporations pursuant to Section 202 of the Business Corporations Laws, possessing and exercising each and every power enumerated in said section 202.

11. The Corporation is not formed to engaged in any act or activity for which the consent or approval of any state department, official, board, agency or other body is required and for which such consent or approval has not been obtained in support of the above purposes.

THIRD: The County within the State of New York in which the office of the Corporation is to be located is New York County.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is two hundred (200) each of which shall be common shares without par value.

FIFTH: To the fullest extent permitted by the New York Business Corporation Law as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its shareholders for damages for any breach of duty as a director.

SIXTH: The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post-office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is c/o Kelley Drye & Warren, 101 Park Avenue, New York, New York 10178, attention: Michiko Ito Crampe.

SEVENTH: No holder of any equity shares of any class of the Corporation shall as such holder have any preemptive right to purchase any other equity shares of any class or any other shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class which at any time may be sold or offered for sale by the Corporation.

IN WITNESS WHEREOF, I have made and signed this Certificate of Incorporation on this 26th day of June 1989, and I affirm the statements contained therein as true under penalties of perjury.

Michiko Ito Crampe
Kelley Drye & Warren
101 Park Avenue
New York, New York 10178

NYS DEPARTMENT OF STATE

FILING RECEIPT NAME RESERVATION (BUSINESS)

CORPORATION NAME

KDD AMERICA, INC. (RES FOR 60 DAYS)

DATE FILED

06/21/87

DURATION & COUNTY CODE

FILING NUMBER

C024882-1

CASH NUMBER

424092

NUMBER AND KIND OF SHARES

LOCATION OF PRINCIPAL OFFICE

FOR MARK A. COHEN L.A. (SUBMIT COPY FOR FILING)
*P-H

ADDRESS FOR PROCESS

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$

AMOUNT OF MONEY ORDER \$ 00030.00

AMOUNT OF CASH \$

\$ DOLLAR FEE TO COUNTY

FILER NAME AND ADDRESS

KELLEY DRYER WARREN
101 PARK AVE
NEW YORK

NY 10178

3

FILING

TAX

CERTIFIED COPY

CERTIFICATE

MISCELLANEOUS

0000030.00

TOTAL PAYMENT \$

REFUND OF \$

TO FOLLOW

DOS-211 (3/84)

GAIL S SHAFFER - SECRETARY OF STATE

0000 0099

File Number 6077-973-2



00001684

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9975/0079 52 001 Page 1 of 3

2000-01-03 11:41:54

Cook County Recorder 25.50

State of Illinois
Office of
The Secretary of State

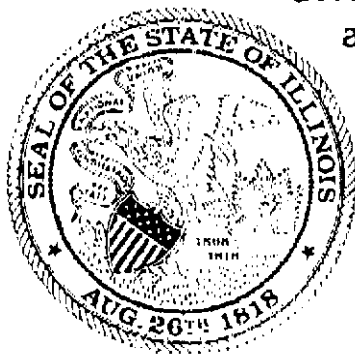
Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF

KDD AMERICA, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 1ST
day of DECEMBER A.D. 1999 and of
the Independence of the United States the two
hundred and 24TH



Jesse White

Secretary of State

C 2123

S-103
P-3
N
M-103

Form **BCA-13.15**
(Rev. Jan. 1995)APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE!**George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

This space for use by Secretary of State

FILED

DEC 01 1999

JESSE WHITE
SECRETARY OF STATEThis space for use by
Secretary of State

Date 12-1-99

License Fee \$ 77.27

Franchise Tax \$ 75.00

Filing Fee \$ 75.00

Penalties \$ 152.27

Approved: [Signature]

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."1. (a) CORPORATE NAME: KDD AMERICA, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: NEW YORK(b) Date of Incorporation: 6/29/89(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located:

375 PARK AVE., 7TH FL.NEW YORK, NY 10152

(b) Address of principal office in Illinois:

(If none, so state)

NONE

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CORPORATION SERVICE COMPANY

First Name

Middle Name

Last Name

Registered Office 221 N. LA SALLE STREET, SUITE 616

Number

Street

Suite #

CHICAGO, IL 60601-COOK COUNTY

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

FL, GA, & NY

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	SEE ATTACHED LIST			
Secretary				
Director				
Director				
Director				

8 30 **88910000**

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

TO CARRY ON THE BUSINESS OF MARKETING AND SALES OF TELECOMMUNICATION SERVICES

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON	-	WITHOUT PAR VALUE	1,000	626

9. Paid-in Capital: \$ 63,651,578

("Paid-In Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 72,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 17,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 72,000

11. Interrogatories: (Important - This section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 375 PARK AVENUE
(b) Number of shares of all classes owned by residents of Illinois: No 5TH FLOOR
(c) Number of shares of all classes owned by non-residents of Illinois: 626 NEW YORK, NY 10152
(d) Is the corporation transacting business in this state at this time? No
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated July 16, 19 99

KDD AMERICA, INC.

(Exact Name of Corporation)

attested by

A. Nozaka
(Signature of Secretary or Assistant Secretary)

by

H. Hirai
(Signature of President or Vice President)

Akio Nozaka, Secretary
(Type or Print Name and Title)

Hiroshi Hirai, President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

C-171.8

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Corporation Guarantee Trust Co
701 Architects Building
117 S 17th ST
Philadelphia, PA 19103-5090

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